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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
-----X		

ATTACHMENT TO PROOF OF CLAIM OF OKI AMERICA, INC.

1. This proof of claim ("Proof of Claim") is made by Oki America, Inc., also known as Oki Semiconductor (the "Claimant"), against debtor Delphi Automotive Systems LLC ("Debtor"), Case No. 05-44640 (RDD).

2. The Debtor is liable to Claimant for goods sold and delivered.

3. The total amount due from the Debtor to the Claimant is \$2,044,350.59 ("Claim Amount"). The supporting documentation is attached hereto as Exhibit A1 and Exhibit A2.

4. The Claim Amount is secured by setoff in the amount of \$652,282.73. The supporting documentation regarding the setoff is attached hereto as Exhibit B.

5. The Claimant and the Debtor are in discussions regarding the setoff. At this time, however, the Claimant submits a claim of \$2,044,350.59 against the Debtor.

6. Claimant reserves the right to amend or supplement this Proof of Claim in any respect, to fix or liquidate any claims stated herein, to specify and quantify expenses or other charges or claims incurred by Claimant, and to file additional proofs of claim for additional claims.

7. The execution and filing of this Proof of Claim is not a waiver of any of Claimant's rights including, without limitation, the right to move to withdraw the reference with

respect to the subject matter of this claim or otherwise, and any right to trial by jury that Claimant may have in any civil proceeding arising in or related to this case, nor is it a consent to jurisdiction of this or any court except with respect to the allowance of the claims asserted herein.

8. The post office address of the Claimant and the address to which all notices to Claimant should be addressed are:

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PENALTY FOR PRESENTING FRAUDULENT CLAIM: Fine of not more than \$500,000 or imprisonment for not more than five years or both. 18 U.S.C. §§ 152 and 3571.